BEFORE THE TENNESSEE REGULATORY AUTHORITY

, NASHVILLE, TENNESSEE

May 30, 2000

IN RE:)
PETITION FOR ARBITRATION OF BLUESTAR)
NETWORKS, INC. WITH BELLSOUTH) DOCKET NO.
TELECOMMUNICATIONS, INC. PURSUANT	99-00945
TO THE TELECOMMUNICATIONS ACT)
OF 1996)

ORDER GRANTING AGREED MOTION TO MODIFY SCHEDULE AND PROCEDURAL ORDER

On May 23, 2000, BellSouth Telecommunications, Inc. ("BellSouth") and BlueStar Networks, Inc. ("BlueStar") filed a joint motion requesting that the procedural schedule for this arbitration be modified to facilitate settlement discussions.

The Pre-Arbitration Officer hereby grants this "Agreed Motion to Modify Schedule and Procedural Order" and extends the filing dates as follows: responses to discovery shall be filed June 7, 2000; direct testimony shall be filed June 14, 2000; and rebuttal testimony shall be filed June 21, 2000. All filings shall be made by 2:00 p.m.

Gary R. Hotvedt, Pre-Arbitration Officer

May 30, 2000

K. David Waddell, Executive Secretary

K Woodall

Entered